



MEETING OF THE HSDC CORPORATION
WEDNESDAY 27th MARCH 2024
SOUTH DOWNS CAMPUS & REMOTE ACCESS VIA MICROSOFT TEAMS

M I N U T E S

Present:

Matt Atkinson
Mike Bateman
Simon Claridge
Clive Dobbin (Chair)
Lucy Flannery
Mike Gaston (Principal)
Romy Jones
Elspeth Mackeggie Gurney (Remote)
Kamlesh Pandya
Helen Read
Michael Thornton (Remote)
Mike Tiller
Tony Wright (Vice-Chair)

In attendance:

Dominic Asater – DP Finance & Facilities (Remote)
Richard Barlow – DP Curriculum
Leona Berry – VP OD&P
Suki Dhesi – VP SLQ (Remote)
Shirley Collier – Shirley Collier Consulting, EBR Facilitator
Sam Kerntiff – Director MIS and BP (remote)
Jackie Eayrs – Clerk to the Corporation

Total Membership	18
Total vacancies	3 (+1 sabbatical)
Total possible attendance	14
Quorum:	8
Total Present:	13 - meeting quorate (93% attendance excl. vacancies) (72% attendance incl. vacancies)

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HSDC CORP 06/24	Board Briefing: Governor Dashboard – Members of the Board received a demonstration on how to get the most from the Governors' Dashboard data from Sam Kerntiff, Director of MIS and Business Processes. <i>SK left the meeting at 16.55 hrs.</i>	
HSDC CORP 07/24	Apologies for Absence & Welcome – All members present were welcomed to the meeting, in particular, Shirley Collier, who was attending to observe the meeting as part of the External Board Review (EBR) process. Introductions around the room and on the screen were completed. Apologies for absence were received and accepted from Stella Charman and Lorna Hayes. Members acknowledged that Xin Austin was on a 6-month sabbatical from full Governor duties.	
HSDC CORP 08/24	Declarations of Interest - No member declared any conflict of interest with any item on the agenda which had not previously been declared.	
HSDC CORP 09/24	Minutes and Matters Arising from Previous Meetings: (i) Minutes of the meeting of the HSDC Corporation held on the 13th December 2023 – The minutes of the meeting held on the 13 th December 2023 were agreed as a true and accurate record and were signed by the Chair. (ii) Matters arising from the minutes of the meeting of the HSDC Corporation held on the 13th December 2023 – Members noted the following: Minute 72/23: SU Accounts – The Clerk confirmed that all retrospective transport costs had now been removed from the SU Accounts 22/23 and all charity monies had been paid. Minute 80/23: Actions to address long queues at lunchtime – The DP Curriculum confirmed that Curriculum Managers and the MIS team had been	

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	informed and an additional review would take place before the summer break to ensure appropriate changes had been implemented. • Minute 80/23: Timetabling more evenly over the week – The DP Curriculum advised that direction for curriculum managers and the MIS team had been strengthened and an additional review would take place before the summer break. (iii) Confidential minutes of the meeting of the HSDC Corporation held on the 13th December 2023 – The confidential minutes of the meeting of the HSDC Corporation held on the 13th December 2023 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them. (iv) Strictly confidential minutes of the meeting of the HSDC Corporation held on the 13th December 2023 – The strictly confidential minutes of the meeting of the HSDC Corporation held on the 13th December 2023 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them. (v) Minutes of the special meeting of the HSDC Corporation held on the 31st January 2024 – The minutes of the special meeting of the HSDC Corporation held on the 31st January 2024 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising which were not covered elsewhere on the agenda. (vi) Confidential minutes of the special meeting of the HSDC Corporation held on the 31st January 2024 – The confidential minutes of the special meeting of the HSDC Corporation held on the 31st January 2024 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising which were not covered elsewhere on the agenda.	
HSDC CORP 10/24	Chief Executive Reporting – Principal's Termly Report: (<i>Michael Thornton joined the meeting during this item 17.08 hrs</i>) Members of the Board had received the Principal's Termly report which informed the Board of general College developments, issues, initiatives and external influences. The Principal thanked members of the Board for the various wishes which he had received, having recently been unwell. In presenting the paper, he drew the following to members' attention: • Annual Strategic Conversation (ASC) – The ASC had taken place the day before and had gone well. • Partnerships – The Principal provided an update on the discussions with the City of Portsmouth (CoP) College in respect of exploring the feasibility and benefits of a potential partnership. He went on to say that the CoP College were keen to continue dialogue, but it was in the very early stages in terms of timelines with 2027 being the earliest date they would consider as they had recently completed a merger and had challenges of their own to address. It was noted that a meeting was planned for the middle of May for Principals, Chairs and Vice-Chairs. • Joint Solent Colleges Collaborative Meeting – The joint Solent Colleges Governors' event had been held on the 1st March 2024 which provided a comprehensive review of current planning and priorities for local skills development. The Principal added that these events had improved collaboration amongst colleges although it was acknowledged that funding was currently available to support this. He posed the question whether colleges would be prepared to invest in themselves to progress the collaborative events if the funding wasn't available. • Former EM3 LEP Joint College Governors' Event – A similar to the Solent collaborative event had been held on the 15th March at Basingstoke College. The DP Curriculum and Romy Jones had attended on behalf of HSDC. Scott Hayden provided a presentation on BCoT's use of AI. Governors suggested that a copy of the slides from his presentation be shared. The Principal advised members that he would invite Scott along to the Governors' May Conference to share his presentation with all members of the Board. • Post LEP Boards – The Principal advised members that, following the Government announcement that LEP functions would be transferring to Upper Tier Local Authorities from 1st April 2024, plans had been put in place for both the transfer of	Action: Principal

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	assets and governance from the EM3 LEP and Solent LEP. He went on to say that the EM3 LEP had been divided between Surry and Hampshire authorities with the Solent LEP transferring to the unitary authorities of Portsmouth, Southampton and the Isle of Wight with the creation of the Solent cluster. • Hampshire Prosperity Partnership Board (HPPB) – It was noted that the Hampshire Principals had agreed that the Principal should sit on the Hampshire Partnership Board representing FE across the county and the Principal and CEO of Brockenhurst College should sit on the Solent Cluster Board. It was noted that the first meeting of the HPPB would be at the end of May 2024. The Principal commented that there was a question as to whether the new Local Authorities were equipped to take on what the LEPs had been doing. It was clear that devolution wasn't going to happen in the Hampshire area. • English and Maths Funding – Members were advised that the Government had announced £150m of funding for colleges as a 'downpayment' for the Advanced British Standard (ABS) and to support English and Maths teaching. The DfE followed this up saying that the funding had been provided on the condition that colleges delivered an additional 100 hours of English and 140 hours of Maths per student. The College was currently considering how to best meet the new requirements within the curriculum planning process. Members of the Board reviewed and noted the contents of the Principal's Spring Term Report.	
HSDC CORP 11/24	Chief Executive Reporting: Progress Review of Strategic Measures 2023/2024: Members of the Board received the progress update for the 2023/2024 Strategic Measures which had also been reviewed by each relevant committee of the Board. The Principal reminded members that all the strategic measures had been reviewed in detail by the relevant committee of the Board. He drew members' attention to the measures that had been rag-rated 'red' as follows: People & Place: • Turnover Rate – This KP was at risk of not being achieved. There had been a 2% increase in turnover compared to the previous year. • HSDC Online Reviews – It was anticipated that this KPI would be achieved by the end of the year. • Responsiveness to complaints – Members were advised that the College was not at target but the position had improved compared to 22/23. • Compliance – The Principal explained that this was related to compliance of key college processes. He confirmed that far more PDRs had been completed than originally reported due to the relevant paperwork not having been completed and recorded in the right way. Quality & Standards: • % Gap between different learner groups – Members were advised that more retention gaps were less than 3% with the exception of - Pakistani – 7% gap - Mixed – 6% gap - Bangladeshi – 5% gap - Transgender – 14% gap (low numbers, less than 10). • English & Maths attendance – It was noted that E&M attendance remained at 72% (GCSE English) and 73% (GCSE Maths) at the South Downs campus. Governors raised the following issues in respect of Quality and Standards Strategic Measures: • Internal Progression – Governors sought further clarification on internal progression. The VP SLQ, Suki Dhesi (SD), explained that the internal progression process was currently underway for those students progressing from Level 2 to Level 3. • Predicted Grades – Governors questioned how confident the ELT were in the predicted grades and the College's ability to predict. In addition, what numbers	

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	were the College anticipating in August 2024 to make a judgement that the College's outcomes were good. SD explained that grades had been predicted using in-year monitoring and there was a predicted grade for every programme. She went on to say that the College was hoping for Black ALPs in the Summer 2024 with a QAR of 85% or above, based on predictions. She felt the predictions were realistic with an optimistic position being an 87% QAR compared to a national average of 84.6%. The Chair requested that a piece of comparison work be completed between 2018/2019 outcomes, National Average and 2022/2023 outcomes as this would be useful information to see which teachers were accurate in their predictions. The Principal advised members that new national average data had just been released which would enable the ELT to drill down and present that information to give Governors assurance and more confidence in the predicted outcomes. Members questioned the action which could be taken to support teachers to hone their accuracy. SD responded by saying that the predicted grades information was adjusted depending on the audience. ProPortal was for students and parents and if students were to see 'U' and 'E' that could be very demotivating for them, therefore, aspiration was built into that information for that particular audience. Behind the scenes, there was an at-risk list for those students predicted to achieve below the minimum target grade. Teachers received training on that internal document to ensure it was realistic. She concluded by saying that piece of work would be presented to the CQL Committee in due course. Financial Sustainability: • Staff Cost to income ratio – The Principal reminded members that 23/24 saw a planned growth in staff to income ratio due to the increased pay award and £1m drop in total income. He added that all colleges were under pressure in respect of pay and the College was aiming for 70% and work around efficiencies would bring that down over the next 2 years. Members were advised that the DfE/ESFA had been informed of the position and they were confident that the College could turn it around as it had before. Governors questioned whether 70% was a realistic and 'fit for purpose' measure in the current climate as it appeared it would always be 'red' going forward and beyond the College's control. The Principal responded by saying that this issue had been raised with the AoC, particularly the issue regarding the pension grant and how that impacted on the staff cost to income ratio (+2.5%). In addition, he emphasised the fact that it was one of many measures and 'cash was king'. He went on to say that the capital cash was allowing the College to implement its Financial Improvement Plan over 2 years and the interest raised from the capital was helpful too. The Chair added that the measure was relevant because the College was assessed against it. If the College went above the benchmark, it could be explained and, last year, the Board had made a conscious decision to do so in order to provide an additional 1% unconsolidated pay award to staff. • EBITDA – The declining EBITDA was as a result of reduced income in 23/24 and 24/25 arising from lower than expected enrolments in September 2022 and 2023. Business and Innovation: • Number of study programme learners @RO4 – Members noted that Alton campus enrolments were down by 101. The College was working with feeder schools and undertaking significant marketing activities to improve the position. The Principal advised members that the Alton campus was seen as a second choice as A Level students traditionally had more than one offer. • Success of employer-led curriculum – T Level retention was noted at 81.7%. Members of the Board reviewed the progress of the 2023/2024 strategic measures and noted the current position.	
HSDC CORP 12/24	HSDC Top Ten Risks: Members of the Board received the top ten risks facing the College. The Principal drew members' attention to the 'red' risks which related to:	

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	• Staff to income ratio increases above 75% - Members were aware that this would be discussed under the finance items later on the agenda. • The College's Alton campus becomes increasingly financially unsustainable leading to a drain on the College's resources and/or a threat to its continued operation – Members were aware that efficient curriculum planning and resourcing was underway as well as a significant review of the use of the Alton campus estate including increasing community use. Members acknowledged that this was an issue that would be discussed at the Governors' May Conference. Members reviewed and noted the contents of the paper.	
HSDC CORP 13/24	External Board Review 2024: Members of the Board received a report which outlined the proposed scope of the External Board Review and the timetable of activity. Shirley Collier, from Shirley Collier Consulting, had been appointed by the Board in December 2023 to conduct the External Board Review. Shirley provided members with the relevant background information which had led to External Board Reviews being mandated in law through the Skills Bill 2022. She provided a brief bio of her previous experience and confirmed that she had been a CEO, a Chair and a Governor and she had been conducting External Board Reviews as an NLG (National Leader of Governance) since the pilot in 2021. Shirley outlined the proposed scope which included a review of Board impact which was an aspect which was close to her heart. She was particularly interested to see where that impact lay and was looking forward to talking to the ELT as that was where it was most noticeable. She went on to outline the timetable of activity and confirmed that she would observe a Board meeting (the current meeting) and two committee meetings during the summer term (CQL Committee and Estates Strategy Group). She advised members that she would be circulating the EBR questionnaire on the 8th April and Governors would have 3 weeks to respond. She urged Governors to complete the questionnaire in a timely manner as analysis of the responses was required to present initial outcomes at the Governors' May Conference. Shirley concluded by saying that the process was confidential and, when the report was written, it wasn't shared with anyone (although it was acknowledged that a summary would be published on the College's website). She encouraged members to speak frankly about their experience on the questionnaire and in any meetings as part of the EBR process. Members of the Board approved the proposed scope for the External Board Review and the associated timetable of activity.	
HSDC CORP 13/24	Termly Report of the CQL Committee: Members of the Board received the Termly Report of the CQL Committee which provided a summary of the issues which had been discussed at the meeting held on 4th March 2024. The Chair invited the VP SLQ, Suki Dhesi (SD), to provide a summary of the emerging issues arising from the mid-year QIP review process. She began by thanking Governors for engaging in the process and confirmed that staff valued their involvement and the feedback and challenge they provided. She outlined the following key issues arising from the mid-year QIP process: • Retention in some areas was lower than she would like. The root causes and reasons for leaving or dropping parts of their programme were outlined. In particular, IAG (initial advice and guidance) was identified as a factor. SD confirmed that some prompt sheets had been put together to improve this.	

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	• Learning needs and support needs – A better transition from school to college was required. The College needed information to ensure it was ready to support students from day one. • Engaging students – Ensuring teachers provided varied and engaging lessons. Lesson visits to all teachers had been completed with the first phase ending in February 2024. SD confirmed that, any teachers that did not have a lesson visit had been due to being unwell. • Retention – The impact of all the measure that had been implemented had resulted in a 6% increase in retention compared to the previous year and 1% above the national average. • English and Maths – To prioritise rooming for these lessons. To introduce rewards and positive strategies to improve student attendance. Staff were working hard on attendance, and this had been discussed in all the QIP review meetings. In addition, there were pass rate concerns and retention concerns. The VP SLQ assured members that strategies to address all of these issues were being worked on constantly. The Chair of CQL Committee, Romy Jones (RJ), thank the VP SLQ for her summary and confirmed that the issues raised reflected the themes that were presented and discussed. She drew members attention to the bottom of p2 of the report (p47 of the pack) and the issues that had been raised and discussed at the meeting. In particular, she drew the following to members' attention: • Tutorial Attendance – The Committee had discussed the tutorial attendance data which was falling behind strategic target. There had been a discussion about the validity of the D25 targets and it had been suggested that these targets be explored and reviewed at the Governors' May Conference. • Student Anxiety and Mental Health – The Committee had highlighted the fact that the risk related to student anxiety and mental health remained a significant risk. Although the risk had reduced as students were finding their own solutions to their problems and not leaning so heavily on college staff. As a result, the volume of students reporting low level concerns had gone down and, therefore, the risk had reduced. • Cross-College Student Voice – The most recent survey had shown an increase at each campus and HSDC overall (76% compared to target of 80%) in response to the question "how likely you are to recommend HSDC). It was acknowledged that, although the survey outcome had shown an increase, there were still a significant number of students that wouldn't recommend the College, and this needed to be further explored. RJ went on to say that, at the Alton campus, staff shortages and issues related to cover had impacted the student experience along with issues about the estate (heating etc.). The VP SLQ also added that feedback regarding activities in between lessons, campus life, vibe and culture had also been raised, along with too many PowerPoint presentations. She advised members that the BeActive Co-ordinator was now in post to address the breadth of sport activities and it was a work in progress. Members of the Board reviewed the contents of the report and noted the issues which had been discussed at the meeting held on	
HSDC CORP 14/24	Termly Report of the Student Committee: Members of the Board received the Termly Report of the Student Committee from the meeting held on the 11th March 2024. The Vice-Chair of the Committee, Mike Bateman (MB), spoke to the report and drew members' attention to the following key issues: • Student Constitution – Members were referred to page 54 of the pack. It was noted that some members thought that the document was too prescriptive and, under the proposed new arrangements for the Student Union, power should be given to the CBSUs to run it their way. It had been agreed that Clive Dobbin, Stella Charman, Mike Bateman, Suki Dhesi and Charlie Miller would meet to reflect on the comments	

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	which had been made and to produce a further iteration of the Constitution. MB confirmed that further work was required on this document and it would come back to the Board once it had been finalised. • Student Progress Team – MB outlined the incredible workload that Charlie Miller and her team coped with in supporting students with mental health problems. He went on to say that local CAMHS advisors had informed the College that there was a 2-year waiting list and, as a result, the College was adapting the way it supported students and families to meet this need. There was no additional resource available but members were assured that the Student Progress team did a tremendous job, but this was an ongoing problem. • Student Committee – Members would be invited to approve the recommendation of the Search & Governance Committee to disband the Student Committee under an item later on the agenda. He requested that thanks be recorded to Stella Charman for the time and commitment she had put into running the Student Committee. He emphasised the fact that the student voice would not be lost in any way. Members of the Board reviewed and noted the Termly Report of the Student Committee and the issues which had been discussed at the meeting held on the 11th March 2024.	
HSDC CORP 15/24	Termly Report of the HR Committee: Members of the Board received the Termly Report of the HR Committee from the meeting held on the 26th February 2024. In the absence of the Chair, Lorna Hayes, the VP OD&P, Leona Berry (LB), spoke to the report and drew the following key issues to members' attention: • Turnover Rate – Members were advised that this KPI was at risk of not being achieved as there had been a 2% increase in turnover compared to the same time the previous year. The forecast final end-of-year figure would be in the region of the 16%-17% which was the AoC average. • Responsiveness Index – The VP OD&P was confident that the minimum responsiveness index score of 85 would be achieved by the end of the academic year. • Absence and Attendance – The VP OD&P reported that there had been an increase in respiratory issues, back problems and the impact of mental ill health on support staff. As a result, workstations were being reviewed and, where appropriate, lung function tests. In addition, the provision of counselling was now available via the College's insurance and managers had undertaken mental health training. Members noted that stress management had been covered for support staff at the January development day. Sickness absence was noted as being at the same level as the same time the previous year. The DP Curriculum added that, at the Annual Strategic Conversation the previous day, the impact of legislation on immigration had been raised. The College had made 'in roads' on recruiting from overseas to fill some hard to recruit to posts but this was now under threat for the future. LB provided an update and confirmed that the PS team were working hard to find the best solution. She concluded by saying that current staff could be retained for now but it would be an issue in the future. Members of the Board reviewed and noted the contents of the report and the issues discussed at the HR Committee meeting held on the 26th February 2024.	
HSDC CORP 16/24	Termly Report of the Audit Committee: Members of the Board received the Termly Report of the Audit Committee from the meeting held on the 7th March 2024. In the absence of the Chair, Xin Austin, the DP F&F spoke to the report and drew the following key issues to members' attention: • Internal Audit – Members were advised that there had been no internal audit reports for consideration at the March 2024 meeting as it had taken some time to	

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	finalise the contract with Validera and agree the Internal Audit Plan for the year. Work had not commenced until after the February half-term and reviews were currently underway. A number of Internal Audit assurance review reports would be presented to the Audit Committee at the summer term meeting. • Risk Register – The DP F&F had met with Keryn Landey, a senior risk analyst for Lloyds Banking Group who was a co-opted member of the Audit Committee) about the Risk Register. This had resulted in a full review of the Risk Management Policy and the approach to scoring. The Risk Register had significantly changed and provided a more accurate representation of the key risks facing the College. • Director of IT Services – The College was now recruiting for this post and the DP F&F was hopeful for a good response rate from high quality candidates. Governors questioned whether, given that high calibre candidates commanded high salaries, whether it was time for the College to consider outsourcing the IT function. DA responded by saying that he believed it was important for an organisation of this size to have a Director of IT Services. There were challenges around IT Strategy and converting that to operational which this role was key in delivering. He went on to say that there was the potential for a different structure which would be 'Plan B'. He acknowledged that the College was not in a position to offer a salary of £120k for the role but he had a hope from a particular candidate who he believed had all the relevant experience, education background and had managed IT previously. In respect of outsourcing IT, he had previous experience of this approach and it had presented particular challenges. If all else failed, this would be 'Plan C'. • Performance Review of External Audit Service Provider - Bishop Fleming had been appointed in December 2021 and had conducted the second audit for the College. The Committee had reviewed the performance the External Auditor which had been excellent and staff who had engaged with them had been very complimentary about how they had performed and how they had challenged. It had been another completely clean audit result with no issues and no adjustments. The Audit Committee agreed to formally recommend to the full Corporation the re-appointment of Bishop Fleming as the Regularity and Financial Statements Audit Service Provider for the 23/24 year (the year ending 31st July 2024). DA added that there had been a small challenge from Governors that the relationship was 'too cosy' but he had argued that wasn't the case. Bishop Fleming's work was detailed and thorough and they did present challenge. In respect of data breaches, Governors questioned whether the recommended training was in hand and how individuals who needed training were identified. DA responded by saying that the one breach which had been reportable was related to one specific member of staff and a specific incident. The required training was very focussed on that specific individual and had been delivered by the Data Protection Officer. He went on to say that GDPR and Cyber Security training for the wider staff body was currently being reviewed and would be rolled out over the next 6 months. The Principal referred to an incident at the City of Portsmouth (CoP) College related to cyber security. DA emphasised the fact that this incident had occurred whilst CoP college had an outsourced IT department. Michael Thornton requested a meeting with the Principal in respect of the IT Strategy and the subject of the Director of IT Services as he had some questions around the HSDC IT Strategy and he wished to share his view and discuss the options available to the College. The Principal also invited Kamlesh Pandya to be involved as well. Members of the Board reviewed the contents of the report and noted the issues which had been discussed by the Audit Committee at its meeting on the 7th March 2024 and formally approved the re-appointment of Bishop Fleming as the Regularity and Financial Statements Audit Service Provider for the 23/24 year (the year ending 31st July 2024).	Action: Principal
HSDC CORP 17/24	Termly Report of the Finance & Estates Committee:	

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	Members of the Board received the Termly Report of the F&E Committee from the meeting held on the 14th March 2024. The Chair of the Committee, Elspeth Mackegg Gurney (EMG), stated that the F&E Committee had been very supportive of the work being done to develop the budget for 24/25 and of the assumptions being used to inform this work. She confirmed that work would continue with the final Budget 24/25 being presented at the next Board meeting in July 2024. In addition, EMG drew members' attention to the following: • Operational Cash Days – This was a key measure for Governors to monitor closely. The College was currently awash with cash and current interest rates were favourable for the College. EMG emphasised the fact that operational cash was key to 'keeping the show on the road' and the monthly Governors' Dashboard and Management Accounts provided an update of this important information. Governors questioned whether interest received on capital 'restricted' cash could be used on operations. DA confirmed that it could. The College was only required to report the use of the Capital funding and not the accrued interest. • Staff Costs as a % of income – EMG highlighted the fact that the 23/24 out-turn position would result in a further increase of the staff cost to income ratio increasing to 75% due to the additional 1% non-consolidated pay award approved by the Board in October 2023. She added that the Committee had asked for this measure to be provided with the pension grant costs stripped out so that a balanced and clear view of the position could be considered by the Committee. • Nursery Update – The Committee had discussed the nursery position for a long time and it was now time to move it forward. EMG advised members that the DP F&F was exploring a change in pension to reduce the employer pension contributions to the LGPS pension for Nursery staff. In addition, the College was exploring setting up a limited company to facilitate this change. Members of the Board reviewed the contents of the paper and noted the issues which had been discussed at the F&E Committee meeting as outlined in the report.	
HSDC CORP 18/24	Management Accounts for the period ended 31st January 2024: Members of the Board had received the Period 6 Management Accounts for January 2024 for consideration and review. The DP F&F (DA) drew the following key points to members' attention: • Overall Position – The Board had last seen the Period 3 Management Accounts in December 2023. DA advised members that there were no significant variances in Period 6 that would make him change his view of the College's finances. The most significant variance was between the budgeted EBITDA and the period 6 EBITDA which related to staff pay and was expected to out-turn over budget by £1.6m. This was due to a greater than budgeted pay award (£1.5m) as well as £100k of additional pay in the Adult Learning area. • Cash Balance – The total cash balance held by the College at 31st January 2024 was £5.7m of which, £2m was operational. The College currently held £3m on deposit and estimated that it would hold £2m of operational cash at 31st July 2024. DA stated that the cash graph did look 'troubling' at this point but it included £655k operational cash spend to match fund against the funding for Wave 4 and Wave 5 T Levels. He went on to say that these works had previously been 'badged' against the FECTF funds but the College had been notified that this was not appropriate use of these funds as it related to improving the condition of buildings. In addition, other grants could not be used as matched funding and, therefore, operational cash had been used. DA confirmed that, when the land sale receipt was received, this would replenish the operational cash and support the T Level matched funding which was permitted. • Financial Health – The College had budgeted for 'Good' financial health but expected to out-turn to 'Requires Improvement' due to the increased pay award. DA confirmed that the ESFA had been informed and were content with the rationale for the position. He added that, if the College were to move to 'Inadequate' financial	

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	health, that would result in formal intervention. He assured members that would not happen, even if the EBITDA fell to zero. Members of the Board reviewed the Period 6 Management Accounts (January 2024) and noted the current position.	
HSDC CORP 19/24	HSDC Indicative Budget Issues 2024/2025 and Financial Improvement Plan: Members of the Board received a confidential paper on the HSDC Indicative Budget Report 2024/2025 for consideration and review. Due to the confidential nature of the contents of the report and the related discussions, this minute is recorded as a separate confidential minute of Governors only.	
HSDC CORP 20/24	Termly Report of the Estates Strategy Group: Members of the Board received the Report of the Estates Strategy Group from the meeting held on the 18th March 2024. The Chair, Simon Claridge (SC), spoke to the report and drew members' attention to the following key points: • Master Plan – PMc had been working with the College to develop a Master Plan/Estates Strategy document which set out the projects which could be delivered to meet its curriculum vision over the next 5 years. ESG had suggested that, given the full agenda, it would be beneficial to allow time for further discussion at the May Governors' conference. • Havant 'New Build' – Members of the Board were reminded that the College had been successful in securing a bid for a new three-story building next to the Business Block on the Havant campus which would comprise 10 general purpose and IT classrooms. The project had a DfE funding deadline of 31st March 2025. An accelerated programme had been commenced with a full planning application submitted by the end of October 2023. SC advised members that planning determination had been anticipated by the 15th March 2024. However, due to the comments received from Hampshire Highways, this date was not achieved. ESG had expressed concern at the challenging timescales involved with this project and the delay in progress being caused by Hampshire Highways. ESG had agreed that the Principal would raise this issue with the CEO of HBC. • Havant A & B Cladding Project – Members were reminded that the A&B Block cladding project was part of the FECTF project list to address the condition of the facades, to make them more energy efficient and to improve the aesthetically. The ESG had approved Option 1 to replace the curtain walling and retain some of the brick work. This would release more funds for other projects. • Havant Hockey Club – SC advised members that the offer of a new lease on the existing site for 10-15 years had been made (contracted out of the 1954 Landlord and Tenant Act) and terms were currently being explored and agreed. • Land Sale – SC advised members that this issue was going but an outcome was anticipated imminently. Hampshire Highways had raised a few more issues and had asked PFP to update the internal road layouts. He went on to say that it seemed unlikely that PFP would secure planning determination by the end of April 2024 and, as a result, the risk associated with the decision to re-occupy the southern buildings (report at the special Corporation meeting on 31st January 2024) had now gone. • 2nd Floor Main Building Summer Refurbishment 2024 – SC advised members that, due to the value of the contract being over £3m, Board approval was required. All tenders received on the 20th March 2024 had been substantially over budget. PMc were now in the process of carrying out a full review of costs with the interviews to take place on 28th March 2024. Members were assured that PMc were confident that costs could be brought down in line with the budget and the project delivered. He highlighted the fact that PMc would be seeking approval from the Board via email once the cost review piece of work had been completed and members were asked to keep an eye out for the email. • Alton LSIF Project – The EM3 LEP LSIF bid for just over £500k had been secured in November 2023 to refurbish three classrooms and the breakout space on the ground	Action: Clerk Action: Clerk

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	floor of the Beacon Science centre. Members were advised that the Stage 3 designs were currently being finalised with a view to issuing tenders for this work within the next two weeks. The Chair of ESG concluded by saying that there was a lot going on and the ESG were meeting regularly and working hard to keep projects progressing as much as possible. Members of the Board reviewed the contents of the report and noted the current position. <i>SC left the meeting at the end of this item (18.45 hrs)</i>	
HSDC CORP 21/24	Termly Report of the Search & Governance Committee: Members of the Board received the Termly Report of the Search and Governance Committee from the meeting which had been held on the 19th February 2024. The Chair, Tony Wright (TW), spoke to the report and outlined the key issues for Governors as follows: • Membership Position – There was currently one External Governor vacancy and two Student Governor vacancies on the Board and actions were in train to address this. • Annual Skills Audit 23/24 – The Committee had reviewed and considered the outcomes of the annual skills audit which clearly confirmed that there were no areas of concern in members’ ability to fulfil the key responsibilities of governance. Two key areas had improved by 6[^] with all other areas remaining strong with similar outcomes to 22/23: - Approving the annual estimates of income and expenditure – 93% (87% 22/23) - The efficient and effective use of resources, safeguarding the assets and the solvency of the College – 93% (87% 22/23). • Student Union, Student Parliament, Student Committee and Student Governors – The Chair provided background information and outlined the rationale for the revised arrangements for the operation of the Student Union, Student Parliament, Student Committee and Student Governors. He explained that - Operation of Student Unions - The “one college one SU on 3 campuses” wasn’t working or effective. There were challenges bringing students from all 3 campuses together which resulted in a lack of engagement from SU Officers due to the time and distances involved in travelling from campus to campus. In addition, the students themselves had indicated that they preferred to focus on organising fund raising and social events on their own campus. As a result, it was agreed to recommend that the Student Unions would remain campus-based only and SU Officers would focus on key issues and events affecting their own campus. - Student Parliament – The termly Student Parliament meetings had been poorly attended and were not operating as effectively as originally envisaged. As a result, it was agreed that Student Parliament meetings would be campus-based only. The campus-based meetings would involve a meeting of the SU Officers with the Head of Campus on a termly basis to raise any campus-based issues. These issues would be reported up to CQL Committee by the Heads of Campus. It had also been agreed that it would be beneficial for a Governor to attend the termly meetings with the SU Officers and the Head of Campus. Stella Charman had agreed to attend the Alton campus meetings, Mike Bateman the South Downs campus meetings and Clive Dobbin the Havant campus meetings. - Student Committee – It had been agreed that, despite significant effort, the Student Committee had not been working as effectively as it could have with operational issues being raised at meetings rather than key strategic ones, low engagement from SU Officers along with a concern that the responsibility to attend so many committee meetings (along with SU duties and responsibilities) was overwhelming for the students involved. Governors were confident in the other mechanisms for the student voice to be heard at Board level, in particular, the termly student feedback sessions and learner voice survey outcomes reported to CQL Committee. Therefore, members of the S&G Committee	

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	agreed to recommend that the Student Committee be disbanded, and its duties and responsibilities transfer to the CQL Committee. - Student Governors – Members had considered the current arrangements for selecting Student Governors, which was currently from the Student Union via the Student Parliament. There had been a significant drop in Student Governor engagement during the last year and members had agreed that the dual responsibility of the SU and being a Governor could have caused overwhelm and could have contributed to this. It was proposed to elect Student Governors separately from the wider student body rather than the Student Union/Parliament. This would allow a more focused campaign and would ensure the responsibilities and expectations of the role were very clear so that students knew what they were taking on. • Advanced Review of Memberships 24/25 – Members of the S&G Committee were aware that there were a significant number of terms of office due to come to an end during the 24/25 year with some members completing their first term and three members completing their service to the Board. A recruitment strategy/succession plan had been developed to seek to fill the vacancies when they occurred. • Lucy Flannery – The Committee were aware that Lucy completed her service to the Board on the 30th October 2024. Members agreed to recommend that Stella Charman be appointed to the Board as a full Governor effective from 31st October 2024 once Lucy's service to the Board was complete. • Xin Austin – The Chair had agreed a 6-month sabbatical from full Governor duties from November 2023 to May 2024 for Xin due to extensive commitments related to a new job to allow her time to settle into her new role. It was noted that she would continue to attend the Audit Committee meetings once per term. The Committee noted the position and endorsed the Chair's action in this regard. Members of the Board reviewed the contents of the paper and formally undertook the following: • Noted the current membership position outlined in Appendix A to the paper. • Reviewed the outcomes of the Skills Audit 2023/2024 and noted there were no areas of concern in members' ability to fulfil the six key responsibilities of governance. • Noted the position in respect of the 6-month sabbatical approved for Xin Austin from November 2023 to May 2024 and endorsed the Chair's action in this regard. • Approved the recommendation that Mark Carter's current term on the Finance & Estates Committee as a co-opted member be extended for a further 12-month period from 1st May 2024 to 30th April 2025. • Approved the recommendation that Stella Charman be appointed to the Board as a full Governor for a 4-year term of office effective from 31st October 2024. • Approved the new arrangements for the Student Union, Student Parliament and Student Governors as recommended by the Search & Governance Committee. • Approved the recommendation that the Student Committee be disbanded and its duties and responsibilities transfer to the CQL Committee. • Noted the position regarding the Recruitment Strategy and Success Plan which had been developed to address the vacancies which would occur during 24/25. • Members approved the membership of Corporation Committees outlined in Appendix B to the report.	
HSDC CORP 22/24	Recognition and Reward: The College had previously implemented a Recognition and Reward Scheme to enable all staff to recognise and appreciate colleagues' contribution in the workplace. An element of the Scheme is the Governors' Termly Award and, prior to the meeting, members were asked to consider the nominations and vote for a winner to receive the award. Members of the Board considered the nominees for the Spring Term Award and agreed to make the award to Allister McKenna.	Action: Clerk to notify PS

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HSDC CORP 23/24	Termly Report on Governor Links: Members of the Board received and noted a report which outlined the governor activity during the Spring term 2024 and which included comments/feedback provided at the Student Focus Group meetings which had taken place on the 12th March 2024 at the Havant campus. It was noted that, going forward, issues raised by students would be developed into an action plan for ELT to implement. The Principal extended thanks to Governors for their involvement and engagement with the College.	
HSDC CORP 24/24	Report from Board Champions: The Vice-Chair, Tony Wright, as the Skills Champion for the Board, advised members that he had received a Skills Briefing from the Deputy Principal Curriculum before attending the CQL Committee meeting on 4th March 2024. The issue of Partner Boards, and how they could be more effective had been discussed. A key issue being explored was how the College could maintain its independence and strong relationships with its employers whilst understanding that employers had to attend potentially 5 or 6 Partner Board meetings with various providers. In addition, the Partner Boards were trying to be strategic and operational which wasn't really working. He went on to say that the DP Curriculum had a number of great ideas about how these important groups could be further developed to ensure they could be retained at a strategic and day-to-day operational level.	
HSDC CORP 25/24	Date of next meeting – Members noted that the next meeting was scheduled to take place on Wednesday 10th July 2024 at 16.45 hrs. Members noted that the May Governors' Conference 2024 was scheduled to take place on Friday 10th and Saturday 11th May 2024 at the Solent Hotel, Whiteley.	

There being no other business, the meeting closed at 19.00 hrs

Signed:

Date:.....